#### Assignee/Transferee Certification Statements

- The Assignee/Transferee centifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the rederal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communications Communications Communications Communications on pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it not any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 662; because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of pativito the application as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI: T	Last Name.	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L	<u> </u>	300	
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title-18, Section 1001)-AND/OR-REVOGATION-OF-ANY-STATION-LIGENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



## Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN541	CI cellulár					Y



# Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/07/2008

## **Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

# Reference Copy Only. Do Not Mail to the FCC as an Application.

**Submitted:** 06/13/2008 at 12:27:24 **File Number:** 0003464789

FCC 603 Main Form Ge Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### General Information

1)	Application Purpose (Selectronity one) (FIC)	
<u> </u>	AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Request for Extension of Time (To Co	ation of an Assignment or Transfer) onsummate an Assignment or Transfer)
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the ECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licenses affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization of Transfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y ) <u>Y</u> es <u>N</u> o
Fee	s and Waivers	
5a'	Is the applicant exempt from FCC application fees?	(N )Yes No
00,	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@application (ees.	(11 /1200 1120
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCCapplication fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N ) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of IRUle Sections:
Δdr	litional Transaction Information	
		(N)Yes No
	Has this application for Assignment of Authorization or Transfer of Control already occurred?	
	The Assignment of Authorization or Transfer of Control is:	
8b)	If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDMAA(Y) / /
9a	Is this application a pro forma Assignment of Authorization or Transfer of Control?	(N)Yes No
9b)	If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	( ) Yes No

9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

11\	How will/has the Assignment of Authorizat	ion or Transfer of Control	be/been àccomplished? Select One: ( 7	r )
•	Eale or other assignment of assets	Court order	Reorganization or liquidation	,
	- sh	_	reoriganization or inquidation	
	ransfer of stock or other ownership intere			
	Other (voting trustlegreement) manageme	nt contract, etc.):	<u> </u>	· · · · · · · · · · · · · · · · · · ·
	The state of the s			
n 1		40 1 04 04 11 1		
	gnated Entity Information (III) 2a, 12			<del></del> .
12a)	Does this application for Assignment of A originally awarded with bidding credits.	uthorization or Transfer of thin the last five years?	Control involve any licenses that were	( ) <u>Y</u> es <u>N</u> o
12b)	Does this application for Assignment of A originally subject to the Commission's ins		Control involve any licenses that were	( ) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed and	ulhorization or Transfer of ding within the last five ye	Control involve any licenses that were ars?	( ) <u>Y</u> es <u>N</u> o
Com	petition-Related Information			
13)		Authorization of Fransfer of	f Control involve a license(s) that may	(ү) <u>Y</u> es <u>N</u> o
•	Does this application for Assignment of a be used for interconnected mobile voice a deographic overlap with another licen	and/or data services that w se(s) in which the Assign	ould, if assigned or transferred, create ee/Transferee already holds direct or	(1 /22-
	a geographic overlap with another licen indirect interests (of 10 percent or more), could be used to provide interconnected	either as allicensee or spe	ectrum lessee/sublessee, and that also services?	
142	Does the Assignee/Transferee hold direct		1	( γ ) <u>Y</u> es <u>N</u> o
	already has access to 10 MHz or more s Specialized Mobile Radio (SMR) service geographic area?	pectrum in the Cellular Res es through license(s) leas	diotelephone, broadband PCS, or e(s), or sublease(s) in the same	( † ) <u>res.re</u>
14b	Would/does this application for Assignm of entities providing service (using spect	ent of Authorization or Tile	nsier of Control reduce the number	( Y ) <u>Y</u> es <u>N</u> o
	of entities providing service (using spect affected market(s)?	rum in any of the three se	vices lister in item 14a) in the	· · · · · · ·
Bros	dband Radio Service and Educatio	nal Broadband Sania	A CO	
15a	Will the requested facilities be used to p	rovide multichannel video	programming)?	( ) <u>Y</u> es <u>N</u> o
15b)	If 15a is 'Y', does the Assignee/Transfer			
	Section 27.1202 of the Commission's Ru located within the geographic area of the		system whose franchise area is	· ( ) <u>Y</u> es <u>N</u> o
	If 'Y', provide an exhibit explaining how t	he Assignee/Transferee c	omplies with Section 27 1202 of the	
	Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	er of that rule. If a waiver	of the Commission's Rule(s) is being	
16)		vith the programming requi	irements contained in Section	( )Yes No
,	27.1203 of the Commission's Rules?	programming requ		, , <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waive			
	requested, 6a must be answered 'Y'.			
			_	

Assignor/Licensee Information			<u> </u>	· · · · · · · · · · · · · · · · · · ·					
17) Assignor/Licensee is a(n) (Select One)  Individual Unincorperated Association	Trust	Ċ Cavar		nliku 🗆 Comovo	sion 🔽 Li	-it-d Liebility Com			
Individual Unincorporated Association	trust	Gover	nment E	ntity Corpora	ition 🗍 Lii	mited Liability Com	pany		
General Partnership									
Other:			<del>-</del>	· · · · · · · · · · · · · · · · · · ·		··			
18) FCC Registration Number (FRN) 0004162160			<del></del>						
19) First Name (if individual):		MI:	Last	Name:	·		Suffix:		
20) Legal Entity Name (if not an individual) Wisconsin	RSA#	7 Limited Partr	nership d	/b/a ALLTEL					
21) Attention To: Wireless Regulatory Supervisor									
22) P.O. Box:	OL.	, 23) Street A	ddress:	One Allied Drive, B2	2F02		; 		
24) City: Little Rock				25) State: AR	26) 2	Zip Code:72202			
27) Telephone Number: (501)905-8555		W	28) Fax	Number: (501)905-	6193				
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com		<u> </u>						
30) Demographics of Assignor/Licensee (Option	nal):								
Race:	Ethn	icity:			Gender: Male	<del></del>	·····		
Asian	1	ot Hispanicor			Female	<b>.</b>			
Black or African-American									
☐ Native Hawaiian or Other Pacific Islander							:		
White									
Assignor/Licensee Contact Representative			-						
31) First Name:	T	MI:	Last Na	ime:	WA.	Suffix:			
32) Company Name: Wisconsin RSA #7 Limited Partn	ership	d/b/a ALLTEL					<sub>1</sub>		
33) Attention To: Wireless Regulatory Supervisor		···							
34) P.O. Box:	And /Or	35) Street A One Allie		B2F02		<b>/</b>			
36) City: Little Rock				37) State: AR	4 (38)	Zip Gode: 72202			
39) Telephone Number: (501)905-8555			40) Fax	Number: (501)905-0	6193				
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com					A STATE OF THE STA			
L				<del></del>					

#### Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)								
Individual Unincorporated Association Trust Government Entity Corporation X Limited Liability Company								
General Partnership Limited Partnership Limited Liability Partnership Consortium								
Other:	Other:							
43) FCC Registration Number (FRN) 00165/11974								
44) First Name (if individual):	MI: Last Name: Suffix:							
45) Legal Entity Name (if not an individual). Atlantis ide	oldings	LLC		~_ <del>-</del>				
46) Attention To: Clive D. Bode, Esq.								
47) P.O. Box:	47) P.O. Box: 48) Street Address: 301 Commerce Street, Suite 3300							
49) City: Fort Worth	50) State: TX 51) Zip Code: 76102							
52) Telephone Number: (817)871-4000			53) Fax	Number:				
54) E-Mail Address: cbode@tpg.com	<b>*</b>							
SE) Demographics of Transferor (Optional)								
55) Demographics of Transferor (Optional):  Race:  American Indian or Alaska Native	Ethn	icity: ispanic or Lat	ino		nder: Male			
Asian	□м	ot Hispanic of	Laino		Female			
Black or African-American								
Native Hawaiian or Other Pacific Islander								
L White	L							
Transferor Contact Representative					<b>A</b>			
56) First Name: Kathleen	MI:	Q	Last Na	me: Abernathy		Suffix:		
57) Company Name: Akin Gump Strauss Hauer & Fel	d LLP				23 30			
58) Attention To:								
	And /Or	60) Street A	\ddress:1	333 New Hampshire Ave				
61) City: Washington				62) State: DC	63) Zip Code	20036		
64) Telephone Number: (202)887-4125								
66) E-Mail Address: kabernathy@akingump.com								

Assignee/Transferee Information				·				
67) Assignee/Transferee is a (i) (Select One)								
Individual Unincorporated Association Trust Government Entity Corporation Limited Liability Company								
☐ General Partnership ☐ United Partnership	X       General Partnership       ☐ Limited Liability Partnership       ☐ Consortium							
Other:								
68) FCC Registration Number (FRI): 0003290673								
69) First Name (if individual):		MI:	Last Na	me:			Suffix:	
70) Legal Entity Name (if not an individual); Galico Rar	tnersh	ip						
71) Attention To: Michael Samsock								
72) Real Party in Interest FCC Registration Number (5	RN).	003290673						
73) Name of Real Party in Interest: Cellco Partnership							<del></del>	
74) P.O. Box:	Or	√5) Street /	Address:	1300 Eye Street, NV	V Sui	te 400 West		
76) City: Washington				77) State: DC		78) Zip Code:	20005	
79) Telephone Number: (202)589-3768	<u>.</u>	4	80) Fax	Number: (202)589	9-3750	<del>- · · · · · · · · · · · · · · · · · · ·</del>		
81)-E-Mail-Address:-Michael.Samsock@VerizonWirel	ess.co	n		101				
82) Demographics of Assignee/Transferee (Opt	ional)							
Race:  American Indian or Alaska Native	Ethn	icity: ispanic or Lat	ino A	A YA	Gene	der: lale		
Asian Asian		ot Hispanic o	<b>FEE</b>			emale	i	
☐ Black or African-American		or i nopamo o	Lamo	<b>*</b>		omaio		
Native Hawaiian or Other Pacific Islander						À		
White								
Assignee/Transferee Contact Representative (if	other	than Assign	ee/Trans	sferee)	<b>7</b>	<b>y</b>		
83) First Name: Nancy		l: J	1	me: Victory			Suffix:	
84) Company Name: Wiley Rein LLP					<b>4</b>			
85) Attention To:								
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Street, NW	The state of the s		À	
88) City: Washington				89) State: DC		90) Zip Code	20006	
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719-7	7049		Management .	
93) E-Mail Address: nvictory@wileyrein.com		<b>1</b>						

#### **Ownership Disclosure Information**

94a) Is the Assignee/Transfereerequired to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	( <sub>Y</sub> ) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
lien Ownership Information	
95) Is the Assignee/Transferce attoreign government or the representative of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee amalien or the representative of an alien?	(N) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a comporation organized under the laws of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y ) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received an ling(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(γ ) <u>Y</u> es <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FC@station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N ) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N ) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N ) <u>Y</u> es <u>N</u> o

#### **Assignor/Transferor Certification Statements**

- The Assignor/Transferor Certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission Rules. 1)
- The Assignor/Transferon certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any jederal agency. 3)

#### Typed or Printed Name of Party Authorized to Sign

103) First Name: CLIVE

Last Name: D

BODE

Suffix: **ESQ** 

104) Title: VICE PRESIDENT

105) Date:

Signature:

CLIVE D BODE ESQ

06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR/ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)),

AND/OR FORFEITURE (U.S. Code, Title 47, Section 503)



Assignee/Transferee Certification Statements

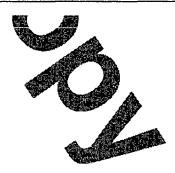
- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the license (s) will not be transferred until the license (s) will not be transferred until the license (s) will not be transferred until the license (s) will not b
- The Assignee/Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and large true, complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name: John	MI:	Last Name Scott	Suffix:
107) Title: VP Deputy General Counsel - Regulatory L	<u> </u>		
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Gode; Title-18;-Section-1001) AND/OR REVOCATION-OF-ANY-STATION-LIGENSE-OR-CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



## Authorizations To Be Assigned or Transferred

108) Call Sign	1(09) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN406	CL=Gallular						Y
WLW454	CF - Common Carrier Fixed Point to Point Microwaye						Y
WLW455	CF - Common Carrier Fixed Point to Point Microwave		•				Υ
WLW456	CF - Common Carrier Fixed Point to Point Microwave						Y
WLW457	CF - Common Carrier Fixed Point to Point Microwave						Υ
WQHS718	CF - Common Carrier Fixed Point to Point Microwave						N

# Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/07/2008
	<b>{</b>	

#### **Lead Application Information**

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

# Reference Copy Only. Do Not Mail to the FCC as an Application.

**Submitted:** 06/13/2008 at 12:25:43 **File Number:** 0003464788

FCC 603 Main Form

# Application for Assignments of Authorization and Transfers of Control: Wireless Telecommunications Bureau Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

#### General Information

1) Application Purpose (Selectronly, one) (TIO)		
AA - Assignment of Authorization AM - Amendment	NT - Required Notification (For Consumm	
TC - Transfer of Control WD - Withdrawal	EX - Request for Extension of Time (To Co	onsummate an Assignment or Transfer)
If this application is for an Amendment (AM) or Withdrawal (V consented to application currently on file with the ECC.	·	File Number:
3a) Is this application for Assignment of Authorization or Transfe- involving other wireless license(s) held by the license refiliate or commonly-controlled entities), or third parties that are no Commission approval or notification is reguliate?	er of Control part of a series of applications les of the licensee (e.g., parents, subsidiaries, of included on this application and for which	(Y ) <u>Y</u> es <u>N</u> o
3b) If the answer to 3a is 'Y', provide the File Number of the lead	application.	File Number: 0003463892
3c) Does this application for Assignment of Authorization of iterations for which Control of the	Water B	(Y ) <u>Y</u> es <u>N</u> o
4) Are attachments being filed with this application?		(Y ) <u>Y</u> es <u>N</u> o
Fees and Waivers		
5a) Is the applicant exempt from FCC application fees?		(N ) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit justifying how the applicant is exempt	from FC@application fees.	
5b) Is a waiver/deferral of the FCC application fees being requestions submitted in conjunction with this application?	ested and the application fees are not being	(N ) <u>Y</u> es <u>N</u> o
If 'Y', attach a date-stamped copy of the request for waiver/de	eferral of the FCC application fees.	
6a) Does this application include a request for waiver of the C application fee waivers)?	commission's rules (other than a request for	(N ) <u>Y</u> es <u>N</u> o
If 'Y', attach an exhibit specifying the rule section(s) for which justification for the waiver request.	n a waiver is being requested and including a	
6b) If 6a is 'Y', enter the number of rule sections involved.		Number of Rule Sections:
Additional Transaction Information		V
Additional Transaction Information		
7) Has this application for Assignment of Authorization or Trans	fer of Control already occurred?	( N ) Yes No
8a) The Assignment of Authorization or Transfer of Control is:		(X Noluntary ( ) Involuntary
8b) If 8a is 'Involuntary', provide the date that the event occurred	l:	MM/DDMAYY) / /
9a) Is this application a pro forma Assignment of Authorization o	r Transfer of Control?	(N)Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under pursuant to Section 1.948(c)(1) of the Commission's Rules?	r the Commission's forbearance procedures	( ) Yes No

9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

11\	How will/has the Assignment of Authorizat	ion or Transfer of Control	he/heen accomplished? Select One: (	т)	
	Sale or other assignment of assets	Court order	Reorganization or liquidation	1 /	
)	ransfer of stock or other whership interest	_	Transaction and advanced		
	Other (voting trustagreement manageme				
	Sitter (voting trustagreement manageme				
Desid	gnated Entity Information (I) 22a, 12i	or 12c is 'V' Schedule A	is required to be completed \		
Γ	Does this application for Assignment of Al originally awarded with bidding credits with		· · · · · · · · · · · · · · · · · · ·	(	) <u>Y</u> es <u>N</u> o
12b)	Does this application for Assignment of A originally subject to the Commission's ins	ithorization or Transfer of stallment payment plan?	Control involve any licenses that were	(	) <u>Y</u> es <u>N</u> o
12c)	Does this application for Assignment of A originally granted pursuant to closed bid	ulhorization or Transfer of ding within the last five ye	Control involve any licenses that were ars?	(	) <u>Y</u> es <u>N</u> o
Com	petition-Related Information				
13)	Does this application for Assignment of	Authorization of Fransfer of	of Control involve a license(s) that may	(Y	) <u>Y</u> es <u>N</u> o
	be used for interconnected mobile voice a geographic overlap with another licen indirect interests (of 10 percent or more),	and/or data services that w	ould, if assigned or transferred, create		
	indirect interests (of 10 percent or more), could be used to provide interconnected	either as allicensee or spe mobile voice and/or/data	ectrum lessee/sublessee, and that also services?		
14a	Does the Assignee/Transferee hold dire	ct or indirectlinterests (of	Dercent or more) in any entity that	( Y	) <u>Y</u> es <u>N</u> o
	Does the Assignee/Transferee hold direction already has access to 10 MHz or more support Specialized Mobile Radio (SMR) services	pectrum in the Cellular Rest through license(s) leas	diotelephone, broadband PCS, or e(s), or sublease(s) in the same		
	geographic area?				
14b)	Would/does this application for Assignm of entities providing service (using spect affected market(s)?	ent of Authorization or Tile rum in any of the three se	nsfer of Control reduce the number rices (listed) in the	( Y	) <u>Y</u> es <u>N</u> o
Broa	dband Radio Service and Educatio	nal Broadband Servic	ce Unformation		
15a	Will the requested facilities be used to p	rovide multichannel video	programming?	(	) <u>Y</u> es <u>N</u> o
15b	If 15a is 'Y', does the Assignee/Transfer	ree operate, control or hav	ve attributable interest (as defined in		
	Section 27.1202 of the Commission's Rulocated within the geographic area of the		system whose franchise area is	. (	) <u>Y</u> es <u>N</u> o
	If 'Y', provide an exhibit explaining how t	ha Assignae/Transforce	emplies with Section 274202 of the		
	Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	er of that rule. If a waiver	of the Commission's Rule(s) is being		
16)	Does the Assignee/Transferee comply w 27.1203 of the Commission's Rules?	vith the programming requ	irements contained in Section		) <u>Y</u> es <u>N</u> o
	If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	ne Assignee/Transferee cor r of that rule. If a waíver o	omplies with Section 27.1203 of the of the Commission's Rule(s) is being		
·			Yan.		
			<b>Æ</b>		
			•	A	

Assignor/Licensee Information						
17) Assignor/Licensee is a(fi) (Select One)						,
Individual Unincorporated Association	Trust	Govern	ment E	intity Corporation [	Limited Liability Com	pany
General Partnership	Limi	ted Liability P	artnersi	hip Consortium		
Other:						
18) FCC Registration Number (RRN) 0004082681		1	т	· 		<del></del>
19) First Name (if individual):		Mł:	Last	Name:		Suffix:
20) Legal Entity Name (if not an individual) (Wisconsin	RSA No.	8 Limited Par	tnership	p d/b/a ALLTEL		
21) Attention To: Wireless Regulatory Supervisor						
22) P.O. Box:	And /Ora	3) Street Ad	dress:	One Allied Drive, B2F02		
24) City: Little Rock				25) State: AR	26) Zip Code:72202	
27) Telephone Number: (501)905-8555		2	8) Fax	Number: (501)905-6193		
29) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com 🔏		i	<del> </del>		
30) Demographics of Assignor/Licensee (Option	onal):		7			
Race:	Ethnic	ity. panic-or talino			nder: Male	
Asian	□Not	Hispanic or L	atino	<b>7</b> □ F	Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander						
<u> </u>	İ		48			
Assignor/Licensee Contact Representative						
31) First Name:	М	l:	Last Na	ame:	Suffix	
32) Company Name: Wisconsin RSA No. 8 Limited Pa	artnership	d/b/a ALLTEI	. <del>.</del>		<b>y</b> 	
.33) Attention To: Wireless Regulatory Supervisor						
34) P.O. Box:	And 3	35) Street Ad One Allied		B2F02	A A	
36) City: Little Rock				37) State: AR	(38) Zip Gode: 72202	
39) Telephone Number: (501)905-8555		4	0) Fax	Number: (501)905-6193	A	
41) E-Mail Address: ACI.Wireless.Regulatory@alltel.c	com				A Alexander	<b>b</b>
					Allega Para	

## Transferor Information (for Transfers of Control only)

42) Transferor is a(n); (Selectione)						
Individual Unincorporated Association	Trust	Gove	ernment E	ntity Corporation	X Limited Liabilit	y Company
General Partnership Limited Partnership Limited Liability Partnership Consortium						
Other:			_			
43) FCC Registration Number (ERN) 00 (65) 1974						
44) First Name (if individual):	мі:		Last Na	ime:		Suffix:
45) Legal Entity Name (if not an individual) Atlantistr	oldings	LLC				
46) Attention To: Clive D. Bode, Esq.	Â					
47) P.O. Box:	And Or	48) Street A	\ddress:	301 Commerce Street, S	uite 3300	
49) City: Fort Worth				50) State: TX	51) Zip Code: 76	6102
52) Telephone Number: (817)871-4000		W_A	53) Fax	Number:		
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):						
Race: American Indian or Alaska Native		icity: ispanic or Lat	ino		nder: Male	
Asian	☐ Asian ☐ Not Hispanic of Latino ☐ Female					
Black or African-American						
☐ Native Hawaiian or Other Pacific Islander☐ White						
Transferor Contact Representative	.l					
56) First Name: Kathleen	MI:	Q	Last Na	ime: Abe mainy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Fe	eld LLP		•			
58) Attention To:						
59) P.O. Box:	And /Or	60) Street A	Address: 1	333 New Hampshire Ave	DW .	
61) City: Washington 62) State: DC 637 Zip Code 20036						
64) Telephone Number: (202)887-4125 65) Fax Number: (202)887-4288						
66) E-Mail Address: kabernathy@akingump.com						

Assignee/Transferee Information		<u> </u>	<del>.</del>			,,,,,	22 12 12 12 12 12 12 12 12 12 12 12 12 1
67) Assignee/Transferee is (n) (Select One)		•				"	,
☐ Individual ☐ Whitecorporated Association ☐	Trust	Gove	rnment Ei	ntity 🔲 C	Corporation	Limited Lial	bility Company
☐ General Partnership ☐ Limited Liability Partnership ☐ Consortium							
Other:							
68) FCC Registration Number (FRN): 0003290673			<del></del>			<u></u>	
69) First Name (if individual):		MI:	Last Na	me:			Suffix:
70) Legal Entity Name (if not an individual) (Celico) Pa	tnershi	ip				·	
. 71) Attention To: _Michael_Samsock		·		- <del></del>			
72) Real Party in Interest FCC Registration Number (1)	RN):\((	003290673					
73) Name of Real Party in Interest: Cellco Partnershi					- <del></del>	······································	
74) P.O. Box:	or Or	75) Street A	\ddress:	1300 Eye Str	et, NW S	uite 400 West	
76) City: Washington			2	77) State: [	С	78) Zip Code:	20005
79) Telephone Number: (202)589-3768			80) Fax	Number: (2	02)589-3750	)	
-81)-E-Mail-Address:Michael.Samsock@VerizonWirel	ess.cor	n					
82) Demographics of Assignee/Transferee (Op	ional)	:					
Race: American Indian or Alaska Native	Ethn	i <b>city:</b> ispanic or Lat	ino			nder: Male	
Asian	□N	ot Hispanic or	Latino			Female	
Black or African-American				4		À	
Native Hawaiian or Other Pacific Islander							
Assignee/Transferee Contact Representative (ii	l fother	than Assign	ee/Trans	(feree)	Desca.		
83) First Name: Nancy		l: J		me: Victory		JANA A	Suffix:
84) Company Name: Wiley Rein LLP		·	l		W.		<u> </u>
85) Attention To:		·····		·			
86) P.O. Box:	And /Or	87) Street	Address:	1776 K Stree	t, NW		
88) City: Washington				89) State:	DC	90) Zip Codi	20006
91) Telephone Number: (202)719-7344 92) Fax Number: (202)719-7049							
93) E-Mail Address: nvictory@wileyrein.com		<u>.</u>				'' - ''	
L						F	CC 603 - Main Form

## **Ownership Disclosure Information**

94a) Is the Assignee/Transferce required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?	(ү) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Vappovide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this application or already on file with the FCC.	File Number: 0003467172
Alien Ownership Information	
95) Is the Assignee/Transferee afforeign government or the representative of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
96) Is the Assignee/Transferee amelien or the representative of an alien?	(N ) <u>Y</u> es <u>N</u> o
97) Is the Assignee/Transferee a corporation organized under the laws of any foreign government?	(N ) <u>Y</u> es <u>N</u> o
98) Is the Assignee/Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N ) <u>Y</u> es <u>N</u> o
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y ) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received analing(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application?	(ү ) <u>Ү</u> ез <u>N</u> o
If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section 310(b)(4) of the Communications Act.	

Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, or construction permit denied by the Commission?	(N ) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N ) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize racio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	( <sub>N</sub> ) <u>Y</u> es <u>N</u> o

Assignor/Transferor	Certification	<b>Statements</b>

- The Assignor/Transferor certifies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission Section 1.948(c) (1) of t
- The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith.
- The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any rederal agency.

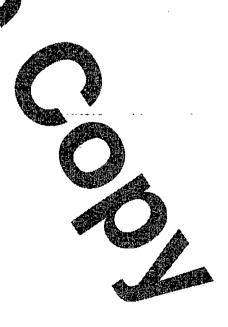
#### Typed or Printed Name of Party Authorized to Sign

103) First Name: Last Name: Suffix: BODE CLIVE D ESQ 104) Title:

VICE PRESIDENT

Signature: CLIVE D BODE ESQ 105) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ALTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATIONULCENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



#### Assignee/Transferee Certification Statements

- The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Frederal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamlined, notification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c)(1) of the Commission's Rules.
- 2) The Assignee/Transfere waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transferee certifies that grantofithis application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.\*
  - \*If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications Communications Communications and actions and the Assignor/Transferor prior to this assignment/transfer.
  4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorizations, unless the Federal Communications (Communications) and abide by all conditions imposed on the Assignor/Transferor under the subject authorization (S), unless the Federal Communications (Communications) and abide by all conditions imposed on the Assignor/Transferor under the subject authorization (S), unless the Federal Communications (Communications) and abide by all conditions imposed on the Assignor/Transferor under the subject authorization (S), unless the Federal Communications (Communications) and all conditions (Communications).
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee/Transferee certifies that neither it not any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1,2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

106) First Name:	MI:	Last Name.	Suffix:
John		Scott	"
107) Title: VP Deputy General Counsel - Regulatory L			
Signature: John T Scott III			108) Date: 06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title-18, Section-1001)- AND/OR REVOCATION OF ANY-STATION LICENSE OR GONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

